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D210133690

DECLARATION OF POOLED UNIT \$92.00
ARKANSAS UNIT

STATE OF TEXAS)

) KNOW ALL PERSONS BY THESE PRESENTS:

COUNTIES OF TARRANT AND DALLAS)

This Declaration of Pooled Unit is executed to be effective as of May 13, 2010, by the undersigned parties, who are the owners of an interest in the leasehold estates created under those certain Oil, Gas and Mineral Leases (the "Leases") which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes, or who are the owners of an interest in the mineral estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the leases and mineral estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land, lands, lease, or leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and mineral estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual benefits to be derived by the parties hereto and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

1. Declaration of Unit. In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the mineral estates therein, to the extent necessary to form and create the Unit Area described below. Production from the Unit shall be allocated proportionately among all of the tracts within the Unit in the proportion which the number of surface acres in each of such tracts bears to the total number of surface acres in the Unit.
2. Description of Unit Area. The Unit Area (herein so called) shall consist of **415.545** acres, more or less, being the lands more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes, and the unit shall be limited to the interval and depths lying from the surface of the earth to the base of the Barnett Shale formation **INSOFAR AND ONLY INSOFAR** as to oil, gas, and associated and constituent hydrocarbons produced from a well or wells classified as an oil well or a gas well. This Declaration of Pooled Unit covers all production from the lands described on the attached Exhibit "B" which is produced from any well drilled to the unitized interval underlying the Unit Area.
3. Unit Name. The pooled unit created hereby shall be known as "**Arkansas**".
4. Additional Interest; Consent. In the event the undersigned own any leasehold interest or mineral interest other than those specifically described or referred to herein covering the lands inside the Unit Area, including any unleased mineral interest in lands inside the Unit Area, or any interest for which ratification of the pooled unit created hereby is necessary, such interest or interests are hereby pooled and combined into said pooled unit as hereby declared without the necessity of specifically enumerating such interests or the specific lands covered by such interests or in which they are held.
5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the pooled unit described herein, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit Area; (ii) to include any other formation or formations and any other mineral or minerals therein, thereunder or produced therefrom, all in accordance with the terms and provisions of the Leases; (iii) to include in the pooled unit described herein or in any amendments hereto, oil, gas and mineral leases, or interests in the lands described therein, covering interests in the Unit Area, which are secured or obtained

subsequent to the date hereof, or prior to the date hereof and not included and described herein, and (iv) to include in the pooled unit described herein or in any amendments hereto, full or undivided interests in the Unit Area which are not otherwise included herein by the respective owner of such full or undivided interests.

6. Dissolution of Unit. The pooled unit formed hereby may be dissolved by Chesapeake Exploration L.L.C., acting as the Operator of the pooled unit, at any time by an instrument filed for record in Tarrant County, Texas, after any failure to establish unit production or after cessation of operations upon the pooled unit.

7. Multiple Originals. This instrument may be executed in any number of multiple counterparts, each of which shall have the same force and effect as an original instrument executed by all of the undersigned parties, regardless of whether such counterpart is executed prior to or subsequent to the date hereof or the filing of record of a counterpart hereof. Further, this instrument may not be ratified, consented to or approved by any party, individual, person or entity except upon the express written consent of all the undersigned parties hereto. This Declaration of Pooled Unit, and each counterpart or ratification hereof, shall be binding upon each party who executed the same, and shall have the effect of pooling such party's undivided ownership interest in the leases covered hereby, without regard to whether any other party owning an interest in the Leases or Unit Area may execute this instrument, or a counterpart or ratification hereof.

8. General Provisions. This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties. When the context requires, singular nouns and pronouns include the plural.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.

Chesapeake Exploration, L.L.C.,
an Oklahoma limited liability company

By:

Henry J. Hood, Senior Vice President -
Land and Legal & General Counsel

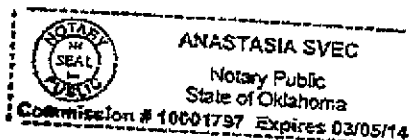
ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) §

This instrument was acknowledged before me on this 17th day of May, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

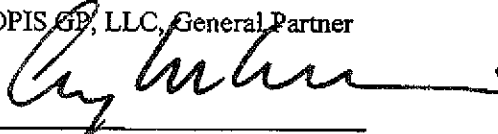
Anastasia Svec
Notary Public

My Commission Expires: 3/5/2014



CERES RESOURCE PARTNERS, L.P.,
a Texas limited partnership

By: OPIS GP, LLC, General Partner

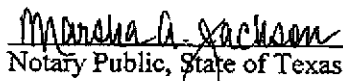


By: William Casey McManemin, Manager

STATE OF TEXAS §
COUNTY OF Dallas §

This instrument was acknowledged before me on the 26th day of May, 2010, by William Casey McManemin as Manager of OPIS GP, LLC, on behalf of said ~~partnership~~ partnership corporation in its capacity as General Partner of CERES RESOURCE PARTNERS, L.P., a Texas limited partnership.

My Commission Expires:


Notary Public, State of Texas

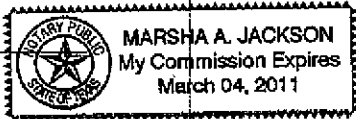


EXHIBIT "A"

Attached to and made a part of that Declaration of Pooled Unit for **ARKANSAS UNIT** dated the effective date of May 13, 2010. The following described Oil and Gas Leases shall be limited to those lands insofar and only insofar as said Oil and Gas Leases covers lands within the Unit depicted in Exhibit "B".

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Rex E Ollis	Carrizo Oil and Gas, Inc	4/28/2007	D207377479 as Amended D210098182	0.225
N/A	Foylene Spain	Carrizo Oil and Gas, Inc	4/28/2007	D207377478 as Amended D210098179	0.225
N/A	Ronnie D Stone	Carrizo Oil and Gas, Inc	4/28/2007	D207377477 as Amended D210098177	0.308
N/A	Taiwo O Ayeni	Carrizo Oil and Gas, Inc	4/28/2007	D208150477 as Amended D210102199	0.245
N/A	Juan Nery	Carrizo Oil and Gas, Inc	4/30/2007	D207377480 as Amended D210098184	0.225
N/A	Anthony O Patterson	Carrizo Oil and Gas, Inc	4/30/2007	D207377483 as Amended D210098181	0.225
N/A	Rolando Ybarra	Carrizo Oil and Gas, Inc	4/30/2007	D207377474 as Amended D210098178	0.305
N/A	Julia Rebecca Glasgow	Carrizo Oil and Gas, Inc	4/30/2007	D207377481 as Amended D210098186	0.225
N/A	Tannie J Camarata	Carrizo Oil and Gas, Inc	04/30/2007	D207384360 as Amended D210098187	0.225
N/A	Gail Schroeder et vir	Carrizo Oil and Gas, Inc	5/1/2007	D207384362 as Amended D210098180	0.225
N/A	Frederick L Ginapp	Carrizo Oil and Gas, Inc	5/1/2007	D207384362 as Amended D210106357	0.225
N/A	Yasmeen U Begum	Carrizo Oil and Gas, Inc	5/2/2007	D207384361 as Amended D210108110	0.225
N/A	Virginia Elaine Green	Carrizo Oil and Gas, Inc	5/5/2007	D207384365 as Amended D210098185	0.217
N/A	Tom Caballero	Carrizo Oil and Gas, Inc	5/5/2007	D208214157 as Amended D210104739	0.225
N/A	Ambrosio J Almanza	Carrizo Oil and Gas, Inc	5/5/2007	D207410009 as Amended D210098188	0.225
N/A	R W Green	Carrizo Oil and Gas, Inc	05/05/2007	D207384366 as Amended D210098183	0.225
N/A	Edward Allen Johnson	Carrizo Oil and Gas, Inc	5/7/2007	D208150662 as Amended D210106355	0.36
N/A	Maria S Ligeti	Carrizo Oil and Gas, Inc	5/7/2007	D207410013 as Amended D210106601	0.225
N/A	Hector R Reina Jr	Carrizo Oil and Gas, Inc	5/7/2007	D207410014 as Amended D210106348	0.225
N/A	Kenneth E Tirado	Carrizo Oil and Gas, Inc	5/7/2007	D208117855 as Amended D210106225	0.225
N/A	Erica Lopez	Carrizo Oil and Gas, Inc	5/7/2007	D208039955 as Amended D210106346	0.225
N/A	Ruben Perez	Carrizo Oil and Gas, Inc	5/7/2007	D208040004 as Amended D210107643	0.225
N/A	Randall Ray Hamilton	Carrizo Oil and Gas, Inc	5/7/2007	D208112589 as Amended D210106358	0.209
N/A	Hector Najera	Carrizo Oil and Gas, Inc	5/7/2007	D208039954 as Amended D210106347	0.225
N/A	Jim W Henry et ux	Carrizo Oil and Gas, Inc	5/7/2007	D208039943 as Amended D210106359	0.225
N/A	Stephen Durkin	Carrizo Oil and Gas, Inc	5/7/2007	D208039942 as Amended D210106351	0.209
N/A	Julie Anne Petitta Greer	Carrizo Oil and Gas, Inc	5/7/2007	D208040005 as Amended D210106345	0.225
N/A	Craig W Carleton	Carrizo Oil and Gas, Inc	5/7/2007	D208125768 as Amended D210106605	0.225
N/A	Jose R Ortiz	Carrizo Oil and Gas, Inc	5/7/2007	D208125767 as Amended D210108108	0.209
N/A	Armando Martinez	Carrizo Oil and Gas, Inc	05/07/2007	20080103714 as Amended D210106607	0.209

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Eleanor L Grays	Carrizo Oil and Gas, Inc	05/07/2007	20080165344 as Amended D210108113	0.211
N/A	Oritze Young Et Al	Carrizo Oil and Gas, Inc	05/07/2007	20080103709 as Amended D210108114	0.209
N/A	John H Davis	Carrizo Oil and Gas, Inc	5/7/2007	D208244003 as Amended D210107642	0.225
N/A	Patsy Louise Mcadams	Carrizo Oil and Gas, Inc	5/7/2007	D208112590 as Amended D210106602	0.225
N/A	Carolyn Harden	Carrizo Oil and Gas, Inc	5/7/2007	D208039952 as Amended D210106354	0.225
N/A	Edgar E Tejada	Carrizo Oil and Gas, Inc	5/7/2007	D208039949 as Amended D210106350	0.225
N/A	Sharon Gowans Edwards	Carrizo Oil and Gas, Inc	5/7/2007	D208039940 as Amended D210106600	0.225
N/A	Sally Marie Morgan	Carrizo Oil and Gas, Inc	5/7/2007	D208039939 as Amended D210106360	0.225
N/A	Patricia M Taylor	Carrizo Oil and Gas, Inc	5/7/2007	D208039958 as Amended D210106349	0.225
N/A	Juan Del Toro	Carrizo Oil and Gas, Inc	5/7/2007	D208039957 as Amended D210106344	0.225
N/A	Kevin McGriff	Carrizo Oil and Gas, Inc	5/7/2007	D208125769 as Amended D210107276	0.225
N/A	Donald M Michelau	Carrizo Oil and Gas, Inc	5/7/2007	D208214415 as Amended D210106496	0.225
N/A	Rosa Zapata	Carrizo Oil and Gas, Inc	5/7/2007	D208039966 as Amended D210106604	0.225
N/A	Quincy V Bray	Carrizo Oil and Gas, Inc	5/7/2007	D208112598 as Amended D210106356	0.225
N/A	Michael Wyatt	Carrizo Oil and Gas, Inc	5/7/2007	D208039967 as Amended D210106224	0.225
N/A	Floyd Atilano Acevedo Jr	Carrizo Oil and Gas, Inc	5/7/2007	D208039953 as Amended D210107649	0.225
N/A	Wilburn T Wagoner	Carrizo Oil and Gas, Inc	5/7/2007	D208040007 as Amended D210106339	0.225
N/A	Robert R Williams	Carrizo Oil and Gas, Inc	5/7/2007	D208039959 as Amended D210106219	0.223
N/A	Jimmie L Duvall	Carrizo Oil and Gas, Inc	5/7/2007	D207384424 as Amended D210106231	0.225
N/A	Donald Lee Sanders	Carrizo Oil and Gas, Inc	5/7/2007	D207384423 as Amended D210106362	0.225
N/A	Warren E Patterson	Carrizo Oil and Gas, Inc	5/7/2007	D207384422 as Amended D210107652	0.225
N/A	Pedro Villarreal	Carrizo Oil and Gas, Inc	5/7/2007	D207384419 as Amended D210106232	0.225
N/A	Thurma J Leaman	Carrizo Oil and Gas, Inc	5/7/2007	D208214182 as Amended D210106233	0.225
N/A	Alfonso E Munoz	Carrizo Oil and Gas, Inc	5/7/2007	D207384418 as Amended D210106343	0.305
N/A	Artis N Frentrup	Carrizo Oil and Gas, Inc	5/7/2007	D208039964 as Amended D210106228	0.305
N/A	Greg Spann	Carrizo Oil and Gas, Inc	5/7/2007	D208039963 as Amended D210107651	0.225
N/A	Shannon Wright	Carrizo Oil and Gas, Inc	5/7/2007	D208039962 as Amended D210106342	0.225
N/A	Hieu Dinh Hoang	Carrizo Oil and Gas, Inc	5/7/2007	D208214175 as Amended D210106230	0.225
N/A	Gary L Wiggins	Carrizo Oil and Gas, Inc	5/7/2007	D208112593 as Amended D210106226	0.225
N/A	Gerald Leland Rawlinson	Carrizo Oil and Gas, Inc	5/7/2007	D207384426 as Amended D210106353	0.225
N/A	Richard T Smith Jr	Carrizo Oil and Gas, Inc	5/7/2007	D207384425 as Amended D210106352	0.213
N/A	Waldo T Hussey	Carrizo Oil and Gas, Inc	05/07/2007	D208125766 as Amended D210108107	0.215
N/A	Pedro Orona Zapata	Carrizo Oil and Gas, Inc	5/7/2007	D207384500 as Amended D210107640	0.225

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Lonnie O Usery	Carrizo Oil and Gas, Inc	5/7/2007	D207410017 as Amended D210106603	0.36
N/A	Rodesia Faye Carroll	Carrizo Oil and Gas, Inc	5/7/2007	D207384501 as Amended D210106361	0.359
N/A	John H Smith	Carrizo Oil and Gas, Inc	5/7/2007	D207384503 as Amended D210106221	0.358
N/A	Domingo Rios Jr	Carrizo Oil and Gas, Inc	5/7/2007	D208117856 as Amended D210106609	0.357
N/A	Johnny L Green	Carrizo Oil and Gas, Inc	5/7/2007	D207384504 as Amended D210106608	0.305
N/A	Jerry Donald Pool	Carrizo Oil and Gas, Inc	5/7/2007	D207384506 as Amended D210106340	0.225
N/A	Laquita S Mosley	Carrizo Oil and Gas, Inc	5/7/2007	D208112597 as Amended D210106606	0.225
N/A	Patricia A Henry	Carrizo Oil and Gas, Inc	5/7/2007	D207384507 as Amended D210106220	0.305
N/A	Charles R Curry	Carrizo Oil and Gas, Inc	5/7/2007	D208117852 as Amended D210106494	0.355
N/A	Jose C Martinez	Carrizo Oil and Gas, Inc	05/07/2007	D208125765 as Amended D210106495	0.305
N/A	Wanda K Smith	Carrizo Oil and Gas, Inc	5/7/2007	D208125762 as Amended D210107645	0.245
N/A	Joe Boateng Et Al	Carrizo Oil and Gas, Inc	05/08/2007	20080186682 as Amended D210108112	0.291
N/A	Joyce D Williams	Carrizo Oil and Gas, Inc	5/8/2007	D208112591 as Amended D210108111	0.225
N/A	John D Nelson	Carrizo Oil and Gas, Inc	5/8/2007	D208039960 as Amended D210106227	0.225
N/A	Diane Monsanto	Carrizo Oil and Gas, Inc	5/8/2007	D208125761 as Amended D210107646	0.245
N/A	Rosendo Roel	Carrizo Oil and Gas, Inc	05/09/2007	20080186955 as Amended D210107650	0.305
N/A	Lonnie Chapman	Carrizo Oil and Gas, Inc	5/9/2007	D208099494 as Amended D210107641	0.225
N/A	G B E Norman Jr	Carrizo Oil and Gas, Inc	5/9/2007	D208112594 as Amended D210106229	0.225
N/A	Vivian Oguike	Carrizo Oil and Gas, Inc	05/09/2007	D208326171 as Amended D210107647	0.245
N/A	Roberto F Gonzalez	Carrizo Oil and Gas, Inc	5/11/2007	D208117088 as Amended D210107648	0.225
N/A	Darrell W Ross	Carrizo Oil and Gas, Inc	5/12/2007	D208150433 as Amended D210107655	0.278
N/A	Joseph Doctor	Carrizo Oil and Gas, Inc	05/12/2007	D208118551 as Amended D210106222	0.252
N/A	Donald Flaughner	Carrizo Oil and Gas, Inc	5/14/2007	D208113361 as Amended D210106341	0.225
N/A	Becky Lynn Carlisle	Carrizo Oil and Gas, Inc	5/14/2007	D208150555	0.225
N/A	Martha Ortiz	Carrizo Oil and Gas, Inc	05/15/2007	D208334861	0.209
N/A	Raul Rios Jr	Carrizo Oil and Gas, Inc	5/15/2007	D208113364	0.225
N/A	Peggy Neal Glenn	Carrizo Oil and Gas, Inc	5/15/2007	D208214162	0.225
N/A	Nicandro G Alanis	Carrizo Oil and Gas, Inc	5/15/2007	D207384420	0.305
N/A	Teodoro E Figueroa	Carrizo Oil and Gas, Inc	5/15/2007	D208150668	0.225
N/A	Stephen E Walker	Carrizo Oil and Gas, Inc	5/16/2007	D208118427	0.225
N/A	Don C Jones	Carrizo Oil and Gas, Inc	5/16/2007	D208117854	0.225
N/A	Zelda Alvarez	Carrizo Oil and Gas, Inc	5/16/2007	D208117850	0.307
N/A	Jeffrey Steve Stinson	Carrizo Oil and Gas, Inc	5/16/2007	D208150554	0.305

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Michael Vera	Carrizo Oil and Gas, Inc	5/17/2007	D208118431	0.209
N/A	Jack Eric Gritten	Carrizo Oil and Gas, Inc	5/17/2007	D208118432	0.209
N/A	Hernan Morales	Carrizo Oil and Gas, Inc	5/17/2007	D208214416	0.225
N/A	Tracy Michele Thomas	Carrizo Oil and Gas, Inc	5/17/2007	D208117095	0.225
N/A	Hung Ngoc Vu	Carrizo Oil and Gas, Inc	5/18/2007	D208150550	0.225
N/A	Howard L Robinson Jr	Carrizo Oil and Gas, Inc	5/18/2007	D208150562	0.225
N/A	Kathryn Cousin	Carrizo Oil and Gas, Inc	5/18/2007	D208150474	0.402
N/A	Clyde Wayne Johnson	Carrizo Oil and Gas, Inc	5/19/2007	D208150470	0.225
N/A	Dimas R Martinez	Carrizo Oil and Gas, Inc	5/19/2007	D208150541	0.225
N/A	Moses Reagans	Carrizo Oil and Gas, Inc	5/20/2007	D208150475	0.245
N/A	Scott T Preston	Carrizo Oil and Gas, Inc	5/21/2007	D208150542	0.225
N/A	Jeffrey O Robbins	Carrizo Oil and Gas, Inc	5/21/2007	D208117848	0.305
N/A	Luisa Gamino Garza	Carrizo Oil and Gas, Inc	5/21/2007	D208036802	0.225
N/A	Jose U Cervantes	Carrizo Oil and Gas, Inc	5/22/2007	D208150472	0.225
N/A	Andy Lauer	Carrizo Oil and Gas, Inc	5/22/2007	D208113366	0.225
N/A	Mark Douang	Carrizo Oil and Gas, Inc	05/22/2007	D208111237	0.225
N/A	Nelda R Lee	Carrizo Oil and Gas, Inc	5/23/2007	D208214183	0.225
N/A	Paul Peterson	Carrizo Oil and Gas, Inc	5/23/2007	D208150560	0.225
N/A	Kenneth Edward Carter	Carrizo Oil and Gas, Inc	5/29/2007	D208150664	0.225
N/A	William J Stephenson	Carrizo Oil and Gas, Inc	05/29/2007	20080090929	0.241
N/A	Ignacio Solorzano	Carrizo Oil and Gas, Inc	5/29/2007	D208150549	0.225
N/A	Jildemetrio Martinez	Carrizo Oil and Gas, Inc	05/29/2007	D208118434	0.306
N/A	Carla Settle Schaeffer	Carrizo Oil and Gas, Inc	05/29/2007	D208150431	0.305
N/A	Jose Gonzales	Carrizo Oil and Gas, Inc	5/30/2007	D208340222	0.209
N/A	Alfonso Perez	Carrizo Oil and Gas, Inc	5/30/2007	D208150558	0.225
N/A	Maximino M Sanchez	Carrizo Oil and Gas, Inc	5/31/2007	D208340223 as Amended D210108109	0.225
N/A	Jimmy Smith	Carrizo Oil and Gas, Inc	5/31/2007	D208086408	0.293
N/A	Angela Rae Stewart	Carrizo Oil and Gas, Inc	05/31/2007	D208335579	0.209
N/A	Tufick P Shadrawy	Carrizo Oil and Gas, Inc	6/1/2007	D208117849	0.225
N/A	Jeffrey B Mills	Carrizo Oil and Gas, Inc	6/2/2007	D208150666	0.305
N/A	William R Moreno	Carrizo Oil and Gas, Inc	6/2/2007	D208099387	0.311
N/A	Joseph E Austin	Carrizo Oil and Gas, Inc	06/04/2007	D208118549	0.225
N/A	Leonard M Orsborn	Carrizo Oil and Gas, Inc	6/5/2007	D208150561	0.225

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Leonard Mac Orsborn	Carrizo Oil and Gas, Inc	06/05/2007	D208118545	0.211
N/A	Ronald Norman	Carrizo Oil and Gas, Inc	6/9/2007	D208150428	0.225
N/A	Antonio Robledo	Carrizo Oil and Gas, Inc	06/09/2007	D208118548	0.225
N/A	Edward R Herrera	Carrizo Oil and Gas, Inc	06/09/2007	D208118307	0.355
N/A	Georgina Solis	Carrizo Oil and Gas, Inc	06/12/2007	20080090930	0.365
N/A	Claude R Willett	Carrizo Oil and Gas, Inc	6/14/2007	D208117090	0.225
N/A	Adam Vela	Carrizo Oil and Gas, Inc	6/18/2007	D208118430 as Amended D210107644	0.305
N/A	Cleto Juan Garcia Jr	Carrizo Oil and Gas, Inc	06/18/2007	D208118550	0.225
N/A	Allen S Melton	Carrizo Oil and Gas, Inc	6/19/2007	D208150563	0.225
N/A	Cheryl Jean Kuhn	Carrizo Oil and Gas, Inc	6/20/2007	D208214180	0.225
N/A	David H Page	Carrizo Oil and Gas, Inc	6/21/2007	D208036849	0.225
N/A	Zoltan Seres Et Ux	Carrizo Oil and Gas, Inc	06/21/2007	20080186957	0.262
N/A	Luis E Seda	Carrizo Oil and Gas, Inc	06/21/2007	D208214425	0.225
N/A	Matthew S Stuart	Carrizo Oil and Gas, Inc	6/25/2007	D208079499	0.209
N/A	Jerry a Reimer Et Ux	Carrizo Oil and Gas, Inc	06/26/2007	20080090931	0.305
N/A	Nkeonyelu Stanfield	Carrizo Oil and Gas, Inc	6/27/2007	D208150479	0.245
N/A	Edwin E Shumpert Sr	Carrizo Oil and Gas, Inc	06/28/2007	D208118308	0.354
N/A	Ruben Madrid	Carrizo Oil and Gas, Inc	6/28/2007	D208150463	0.474
N/A	Lonzetta Hill	Carrizo Oil and Gas, Inc	6/30/2007	D208117094	0.225
N/A	Lyvonne Greene	Carrizo Oil and Gas, Inc	7/16/2007	D208118552	0.225
N/A	W L L L Investments LLC	Carrizo Oil and Gas, Inc	7/18/2007	D208118056	2.705
N/A	Leobardo Maya Albarran	Carrizo Oil and Gas, Inc	7/23/2007	D208118428	0.225
N/A	Alice Salazar	Carrizo Oil and Gas, Inc	07/27/2007	20080186956	0.241
N/A	Paul David Duckworth	Carrizo Oil and Gas, Inc	7/27/2007	D208150725	0.225
N/A	Alberto D Escobar	Carrizo Oil and Gas, Inc	7/28/2007	D208113360	0.225
N/A	Reginald S Thompson	Carrizo Oil and Gas, Inc	7/31/2007	D208117092	0.225
N/A	Edwin Sanchez Et Ux	Carrizo Oil and Gas, Inc	08/06/2007	20080090926	0.265
N/A	Mai Ngoc Luu	Carrizo Oil and Gas, Inc	8/7/2007	D208150461	0.245
N/A	Premier Stores, Inc.	Carrizo Oil and Gas, Inc	08/08/2007	D208118691	1.169
N/A	Kenneth Dean Payne	Carrizo Oil and Gas, Inc	8/11/2007	D208214420	0.225
N/A	Lori L Martin	Carrizo Oil and Gas, Inc	08/11/2007	20080090928	0.228
N/A	Jose T Coracero	Carrizo Oil and Gas, Inc	8/11/2007	D208214423	0.225
N/A	Carlos a Herrera	Carrizo Oil and Gas, Inc	8/14/2007	D208275772	0.225

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Jorge a Menjivar	Carrizo Oil and Gas, Inc	8/15/2007	D208150545	0.225
N/A	Jose Alfredo Martinez	Carrizo Oil and Gas, Inc	8/18/2007	D208150556	0.356
N/A	Maria T Perez	Carrizo Oil and Gas, Inc	8/23/2007	D208150547	0.225
N/A	Miguel E Romero	Carrizo Oil and Gas, Inc	8/23/2007	D208150467	0.206
N/A	Yolanda S Santos	Carrizo Oil and Gas, Inc	8/24/2007	D208113368	0.225
N/A	Gene Deaver	Carrizo Oil and Gas, Inc	8/29/2007	D208150546	0.225
N/A	Dennis Ray Nance	Carrizo Oil and Gas, Inc	9/6/2007	D208150544	0.305
N/A	Borita Khim	Carrizo Oil and Gas, Inc	09/11/2007	D208150462	0.245
N/A	Randall L Burleson	Carrizo Oil and Gas, Inc	9/14/2007	D208117091	0.225
N/A	Yan Chak Lau	Carrizo Oil and Gas, Inc	9/18/2007	D208150543	0.225
N/A	Hector S Villalobos	Carrizo Oil and Gas, Inc	9/20/2007	D208113369	0.225
N/A	Frank E Hunt	Carrizo Oil and Gas, Inc	09/20/2007	D208214176	0.305
N/A	Glo Dean Newhouse	Carrizo Oil and Gas, Inc	9/26/2007	D208150471	0.225
N/A	Jose Luis Castro	Carrizo Oil and Gas, Inc	10/2/2007	D208150670	0.225
N/A	Kim Phuong Finkel	Carrizo Oil and Gas, Inc	10/02/2007	D208118547	0.225
N/A	Leah Creighton	Carrizo Oil and Gas, Inc	10/04/2007	D208415823	0.355
N/A	Phap Luong	Carrizo Oil and Gas, Inc	10/13/2007	D208112592	0.225
N/A	Jorge Gomez	Carrizo Oil and Gas, Inc	10/20/2007	D208150557	0.225
N/A	Jeffery R Macalik	Carrizo Oil and Gas, Inc	10/22/2007	D208294039	0.225
N/A	Kelly Vickers	Carrizo Oil and Gas, Inc	10/24/2007	D208117089	0.225
N/A	Carlos Fernandez	Carrizo Oil and Gas, Inc	11/1/2007	D208214161	0.402
N/A	Sue H Lai	Carrizo Oil and Gas, Inc	11/12/2007	D208214181	0.225
N/A	Darrell W Ross	Carrizo Oil and Gas, Inc	11/12/2007	D208316842	0.278
N/A	John F Walsh, Et al	Carrizo Oil and Gas, Inc	11/21/2007	20080283560	2.138
N/A	Mri Pioneer Land Investment Fund Lp	Carrizo Oil and Gas, Inc	11/21/2007	20080284264 D208340227	1.948
N/A	Mri Pioneer and Colorado Inv Fund	Carrizo Oil and Gas, Inc	11/21/2007	20080285228 20080285229 D208340230	4.557
N/A	Ralph Bellanger	Carrizo Oil and Gas, Inc	11/27/2007	20080186681	0.215
N/A	Ricardo Guerrero Abundiz	Carrizo Oil and Gas, Inc	11/30/2007	D208117087	0.225
N/A	David Y Hahm	Carrizo Oil and Gas, Inc	12/10/2007	D208214164	0.225
N/A	Anthony D Harrison	Carrizo Oil and Gas, Inc	12/14/2007	D208118433	0.218
N/A	Wanda Maxine Morris	Carrizo Oil and Gas, Inc	12/14/2007	20080186952	0.216
N/A	Diana J Cortez	Carrizo Oil and Gas, Inc	12/15/2007	D208150434	0.209
N/A	Diana Juarez Cortez	Carrizo Oil and Gas, Inc	12/15/2007	D208150667	0.358

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
N/A	Qi Xin Weng	Carrizo Oil and Gas, Inc	12/18/2007	D208214427	0.245
N/A	Drever Magnum LP	Carrizo Oil and Gas, Inc	1/8/2008	D208117711	13.941
N/A	Gary Giles	Carrizo Oil and Gas, Inc	1/18/2008	D208315517	0.305
N/A	Jaime Sanchez	Carrizo Oil and Gas, Inc	1/19/2008	D208340229	0.225
N/A	Larry C. Armour et ux	Carrizo Oil and Gas, Inc	1/24/2008	D208340234	
N/A	Arturo Carrillo	Carrizo Oil and Gas, Inc	2/5/2008	D208315520	0.225
N/A	Raquel Gonzalez	Carrizo Oil and Gas, Inc	02/18/2008	D208059369	0.237
N/A	Cecilia Diaz	Carrizo Oil and Gas, Inc	2/21/2008	D208315518	0.225
N/A	Donald Bleigh et al	Carrizo Oil and Gas, Inc	2/28/2008	D208214156	0.225
N/A	Dell H Washington	Carrizo Oil and Gas, Inc	3/3/2008	D208315522	0.209
N/A	Joulani Investments LLC	Carrizo Oil and Gas, Inc	05/06/2008	D208341505	1.458
N/A	Gigi Maliyil	Carrizo Oil and Gas, Inc	5/12/2008	D208315519	0.225
N/A	Jose Castillo	Carrizo Oil and Gas, Inc	3/5/2009	D209097391	0.225
N/A	Troy Riley	Carrizo Oil and Gas, Inc	3/6/2009	D209092422	0.306
N/A	Juan Valles	Carrizo Oil and Gas, Inc	3/30/2009	D209138370	0.225
N/A	Timothy Henry	Carrizo Oil and Gas, Inc	04/22/2009	D209302437	0.225
N/A	Leopoldo S. Guerrero	Carrizo Oil and Gas, Inc	6/10/2009	D209202701	0.209
N/A	Trinidad Cardoza	Carrizo Oil and Gas, Inc	6/18/2009	D209202700	
N/A	Arlington Triple R Properties	Carrizo Oil and Gas, Inc	10/8/2009	D210000960	2.593
N/A	Triple R Properties	Carrizo Oil and Gas, Inc	10/8/2009	D210000960	2.593
N/A	Leonard Mac Orsborn	Carrizo Oil and Gas, Inc	10/8/2009	D209317338	0.357
N/A	Jdd Partners II LTD	Carrizo Oil and Gas, Inc	10/14/2009	D210004404	2.056
N/A	JDD Partners II LTD	Carrizo Oil and Gas, Inc	10/14/2009	D210004404	16.499
N/A	James P Hosler	Carrizo Oil and Gas, Inc	12/7/2009	D210017437	12.18
N/A	Don Valk	Carrizo Oil and Gas, Inc	02/13/2010	D210087962	3.56
N/A	Asven Joint Venture	Carrizo Oil and Gas, Inc	2/16/2010	D210069920	3.503
N/A	Aiken & Ribitzki Investment, LLC	Carrizo Oil and Gas, Inc	04/01/2010	D210102195	
N/A	Marta T Hinojosa	Carrizo Oil and Gas, Inc	5/8/2010	D210107653	0.225
N/A	Mark E Graham	Carrizo Oil and Gas, Inc	5/8/2010	D210107654	0.225
N/A	Murvale Lee Richards	Carrizo Oil and Gas, Inc	5/8/2010	D210107656	0.225
TX7158774-000	Metal Finishing Acquisition	Matador Energy Company, LTD	3/12/2007	D207180578	0.826
TX7158818-000	2609 Skyway LP	Matador Energy Company, LTD	5/5/2007	D207180579	0.723
TX7158775-000	Otley L. Smith III	Matador Energy Company, LTD	3/15/2007	D207094973	0.775

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
TX7158793-000	2617/19 Skyway LTD	Matador Energy Company, LTD	3/7/2007	D207094972	0.775
TX7158772-000	Hieu V. Ha	Matador Energy Company, LTD	2/19/2007	D207072690	0.775
TX0461864-000	Stephen P. Martin & Carolyn A. Martin	Chesapeake Exploration, LLC	12/22/2009	D210080775	0.921
TX7158789-000	Real Estate Fund I LTD	Matador Energy Company, LTD	1/29/2007	D207046329	1.925
TX7158817-000	Aviation Parkway LTD	Matador Energy Company, LTD	4/5/2007	D207180575	1.321
TX7158787-000	Bryan A. Higginbotham & Pamela J.	Matador Energy Company, LTD	1/18/2007	D207046331	0.775
TX7158771-000	James N. Wolcott	Matador Energy Company, LTD	2/9/2007	D207072689	0.775
TX7158760-000	1617 Pioneer Parkway LTD	Matador Energy Company, LTD	2/27/2007	D207072688	4.038
TX7158816-000	Titus Investments LLC	Matador Energy Company, LTD	5/21/2007	D207216330	1.629
TX7158786-000	Robert L. Brown	Dale Resources, LLC	11/14/2006	D207011578	3.668
TX7158767-000	Accu-Machining Inc.	Matador Energy Company, LTD	2/28/2010	D207072692	1.314
TX0461421-000	Holt Texas Properties Inc	Chesapeake Exploration, LLC	11/16/2009	D210056346	3.08
TX7158815-000	Des Ventures LTD	Matador Energy Company, LTD	10/1/2007	D207376662	2.227
TX7158732-000	2922 Alouette LP	Chesapeake Exploration, LLC	11/3/2008	D209038871	1.835
TX7158906-000	Randall Industrial LP	Chesapeake Exploration, LLC	11/3/2008	D209053040	4.096
TX7155338-000	Starhill LTD	Chesapeake Exploration, LLC	4/30/2008	D208221706	2.18
TX7158780-000	Edward Cooper	Matador Energy Company, LTD	1/5/2007	D207046330	3.685
TX7158826-000	MRI ACL Portfolio Investment Fund LP	Matador Energy Company, LTD	8/29/2007	D207376669	8.665
TX7158791-000	Charles A. Tompkins Sr	Matador Energy Company, LTD	12/27/2007	D207011576	2.855
TX7158829-000	Jequba LP	Matador Energy Company, LTD	2/27/2007	D207078319	4.556
TX7158819-000	Golden Diamond Investment Co LP	Matador Energy Company, LTD	8/15/2007	D207376668	4.209
TX0461862-001	Forum Arlington Properties, LT.	Chesapeake Exploration, LLC	12/14/2009	D210083367	36.331
TX0480549-000	Arkansas 360 Business Center LP	Paloma Barnett, LLC	2/13/2008	D208083406	19.88
TX7158766-000	Walter Beil Trustee for The Beil Family Trust	Matador Energy Company, LTD	3/20/2007	D207110986	1.137
TX0480549-000	Arkansas 360 Business Center LP	Paloma Barnett, LLC	2/13/2008	D208083406	16.954
TX7158785-000	Thong V. Nguyen & Dung Thi Luu Thong	Matador Energy Company, LTD	2/2/2007	D207046328	4.505
TX7151203-000	Chesapeake Land Development Co. LLC	Chesapeake Exploration, LLC	9/21/2007	D207341239	8.562
TX7158785-000	Thong V. Nguyen & Dung Thi Luu Thong	Matador Energy Company, LTD	2/2/2007	D207046328	0.756
TX0007105-000	Kent E. Peyton	Axia Land Services, LLC	7/2/2008	D208265774	3.005
TX0007720-000	Nantimco LLC	Axia Land Services, LLC	7/21/2008	D208287321	1.18
TX0461958-000	Pacific Striders LTD	Chesapeake Exploration, LLC	10/20/2009	D210095244	2.931
TX0461863-000	Randall Industrial LP	Chesapeake Exploration, LLC	1/25/2010	D210083366	7.814
TX7158765-000	L & M Management	Matador Energy Company, LTD	3/16/2007	D207094971	3.317

CHK Lease Number	Lessee	Lessor	Lease Date	Instrument Number	Acres
TX7158834-002	Hossein Ansarinia et al	Matador Energy Company, LTD	8/21/2007	D207376667	4.111
TX7157137-000	Forum 303 Crossing LLC	Dale Resources, LLC	10/25/2006	D206356952	25.129
TX7157137-000	James Sowell Co LP et al	Dale Resources, LLC	10/25/2006	D206356952	12.606
TX7158822-000	Wells Fargo Bank NA	Matador Energy Company, LTD	5/10/2007	D207252010	0.459
TX7158820-000	Horn & Toad Properties LC	Matador Energy Company, LTD	7/27/2007	D207376675	9.276
TX0008904-000	Cidema II Limited Partership	Chesapeake Exploration, LLC	6/26/2008	D208380983	1.882
TX7157137-000	James Sowell Co LP et al	Dale Resources, LLC	10/25/2006	D206356952	5.704
TX0030895-000	First United Property Holding Company, LLC	Chesapeake Exploration, LLC	2/28/2008	D208110868	1.79
TX7158783-000	Pioneer Partners LTD	Dale Resources, LLC	11/6/2006	D207011573	9.227
TX2209825-000	LOH Family LP & Grand United Investment Group	Chesapeake Exploration, LLC	6/19/2007	D207243658	11.262
TX2209825-000	LOH Family LP & Grand United Investment Group	Chesapeake Exploration, LLC	6/19/2007	D207243658	25.682
N/A	SC Double I LP	Chesapeake Exploration, LLC	2/19/2010	D210039775	0.774
N/A	Polymer Products LP	Chesapeake Exploration, LLC	2/19/2010	D210039774	1.55
TX7155074-000	Johnson Whse-San Diego Ltd	Chesapeake Exploration, LLC	1/22/2008	D208071448	1.566
TX7158761-000	Jerry F. Jordan	Matador Energy Company, LTD	4/3/2007	D207180576	5.423
TX7152532-000	Eastside Church of Christ	Chesapeake Exploration, LLC	9/4/2007	D208004618	2.192
TX0139271-000	W R Rose Investments Inc	Dale Resources, LLC	10/4/2006	D206348238	2.581
TX0005227-000	Carroll, Ashley B	Chesapeake Exploration, LLC	7/28/2008	D208336862	0.225
TX0003981-000	Macalik, Jeffery R	Chesapeake Exploration, LLC	10/22/2007	D208294039	0.225
TX7154785-000	Chris Cobb	Chesapeake Exploration, LLC	10/25/2007	D208111199	0.225
TX0002843-000	Lee Baltzer	Chesapeake Exploration, LLC	6/25/2008	D208305989	0.209
TX7114599-000	Michael & Cynthia Worley	Chesapeake Exploration, LLC	10/30/2007	20080062208	0.345
N/A	Hector L Villarreal Et Al	Carrizo Oil and Gas, Inc	05/07/2007	D2080186959	0.291
N/A	Beverly Ray	Carrizo Oil and Gas, Inc	05/09/2007	D2080186954	0.216
N/A	Bernie Williams Jr Et Ux	Carrizo Oil and Gas, Inc	05/07/2007	D2080103708	0.213
N/A	Clinton L Kent Et Ux	Carrizo Oil and Gas, Inc	05/07/2007	D2080186687	0.214
N/A	Jose Leonardo Avila Et Al	Carrizo Oil and Gas, Inc	05/07/2007	20080090927	0.262
N/A	John T Coble Et Ux	Carrizo Oil and Gas, Inc	05/12/2007	2080186684	0.37
N/A	Brian Middleton Et Ux	Carrizo Oil and Gas, Inc	05/07/2007	2080186951	0.228

END OF EXHIBIT "A"

EXHIBIT "B"**Arkansas Unit**

Being 490.957 acres of land located in the Garcia, Montez & Duran Survey, Abstract No. 625, the Garcia, Montez & Duran Survey, Abstract No. 629, the Ambrose Hilburn Survey, Abstract No. 643, the John Langley Survey, Abstract No. 975, the Wm. Thompson Survey, Abstract No. 1558 and the Wm. J. Whitting Survey, Abstract No. 1614, Tarrant County, Texas. Said 490.957 acres of land being more particularly described as follows:

BEGINNING at Texas Department of Transportation (TxDOT) monument found in the east right-of-way of State Highway 360, said monument lying in the south right-of-way line of East Pioneer Parkway and said monument being a northwestern angle point of Lot 4B, Tract 1, Forum 303 Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 870, Plat Records, Tarrant County, Texas;

THENCE along the north lines of said Lot 4B as follows:

1. N51°08'05"E, a distance of 156.61 feet to a point, said point being the northwest corner of Chesapeake Operating, Inc., Arkansas Unit;

2. S89°55'33"E, a distance of 88.78 feet to a point;

3. N87°12'43"E, at 95.24 feet passing a 1/2" iron rod found at the northeast corner of said Lot 4B, said iron rod being the northwest corner of Lot 4A, of said Tract 1, in all a distance of 100.13 feet to a 1/2" iron rod found lying in the north line of said Lot 4A;

THENCE S89°55'33"E, at 159.78 feet passing the northeast corner of said Lot 4A, at 248.40 feet passing the northwest corner of Lot 2, Forum 303 Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-119, Page 29, Plat Records, Tarrant County, Texas, in all a distance of 666.66 feet to a 3/4" iron rod found at the northeast corner of Lot 3, of said Forum 303 Addition recorded in Volume 388-119;

THENCE S88°31'36"E, a distance of 240.83 feet to a 5/8" iron rod stamped "ACLS" found at the northwest corner of a tract of land described in the deed to Walter Beil, Trustee of the Beil Family Trust, recorded in CC#D203330259, Deed Records, Tarrant County, Texas;

THENCE S89°59'30"E, a distance of 207.37 feet to a point at the northeast corner of said Beil tract, said point lying in the west line of a tract of land described in the deed to Laden E. Esfahani, recorded in CC#D207095910, Deed Records, Tarrant County, Texas;

THENCE N00°04'37"E, along said Esfahani west line, a distance of 4.70 feet to a point at the northwest corner of said Esfahani tract;

THENCE N89°57'34"E, along the north line of said Esfahani tract, at 481.89 feet passing a 1/2" iron rod found at the northeast corner of said Esfahani tract, said iron rod being the northwest corner of Lot A, Tract VI, Forum 303 Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-206, Page 17, Plat Records, Tarrant County, Texas, in all a distance of 754.43 feet to a point lying in the west line of Forum Drive;

THENCE S88°57'11"E, crossing said Forum Drive, a distance of 130.54 feet to a point at the northwest corner of Site 9, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-146, Page 355, Plat Records, Tarrant County, Texas;

THENCE N89°58'35"E, at 309.74 feet passing the northeast corner of said Site 9, said

point being a north corner of Lot 4A1, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 2195, Plat Records, Tarrant County, Texas, at 374.94 feet passing the northeast corner of Site 8, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-179, Page 9, Plat Records, Tarrant County, Texas, in all a distance of 500.07 feet to a point;

THENCE S87°09'11"E, a distance of 99.73 feet to a point;

THENCE N89°58'36"E, at 25.27 feet passing the northeast corner of said Site 8, said point being another north corner of said Lot 4A1, at 243.86 feet passing a point at the northeast corner of said Lot 4A1, said point being the northwest corner of Site 7, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-173, Page 17, Plat Records, Tarrant County, Texas, at 343.86 feet passing a point at the northeast corner of said Site 7, said point being the northwest corner of Site 3, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-127, Page 26, Plat Records, Tarrant County, Texas, at 443.86 feet passing a point at the northeast corner of said Site 3, said point being the northwest corner of Site 1, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-65, Page 24, Plat Records, Tarrant County, Texas, in all a distance of 536.09 feet to a point;

THENCE easterly, at 22.85 feet passing a point at the northeast corner of said Site 1, said point being the northwest corner of Site 5, Forum 303, Park I Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-140, Page 23, Plat Records, Tarrant County, Texas, in all an arc distance of 162.41 feet along a non tangent curve to the right, having a radius of 5,659.59 feet, a central angle of 01°38'39" and a chord bearing S89°12'09"E, 162.40 feet to a point;

THENCE N01°37'11"E, continuing along the north line of said Site 5, a distance of 5.00 feet to a point;

THENCE easterly, continuing along said Site 5 north line, an arc distance of 437.43 feet along a non tangent curve to the right, having a radius of 5,664.59 feet, a central angle of 04°25'28" and a chord bearing S86°10'05"E, 437.32 feet to a 1/2" iron rod found at the northeast corner of Lot 1, Block 1, Quiktrip 853 Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 5167, Plat Records, Tarrant County, Texas, said iron rod being the northwest corner of Lot 3, Sam's Properties, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-189, Page 69, Plat Records, Tarrant County, Texas;

THENCE S83°26'38"E, at 166.35 feet passing an "X" found at the common corner of said Lot 3 and Lot 2, of said Sam's Properties, at 461.81 feet passing a 1/2" iron rod found at the common corner of said Lot 2 and Lot 4, of said Sam's Properties, at 645.24 feet passing a 1/2" iron rod found at the northeast corner of said Lot 4, said iron rod being the northwest corner of Lot 1R, Sam's Properties, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-201, Page 18, Plat Records, Tarrant County, Texas, at 941.92 feet passing an "X" found at the most northerly northeast corner of said Lot 1R, said "X" being the northwest corner of Lot 5R, of said Sam's Properties, in all a distance of 1,073.85 feet to a 1/2" iron rod stamped "Britain & Crawford" found at an exterior angle point of said Lot 5R;

THENCE S83°25'38"E, a distance of 250.85 feet to a point at the most northerly northwest corner of Block 1, Greenpoint Center, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-215, Page 83, Plat Records, Tarrant County, Texas;

THENCE S83°27'00"E, at 147.55 feet passing a 1/2" iron rod found at the common corner of Lot 1R and Lot 2R, of said Block 1, at 267.83 feet passing a 5/8" iron rod found at the northeast corner of said Lot 2R, said iron rod being the northwest corner of

Lot 3, Block 1, Greenpoint Center, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-205, Page 67, Plat Records, Tarrant County, Texas, at 402.79 feet passing a 5/8" iron rod found at the northeast corner of said Lot 3, said point being the northwest corner of Lot 4R, Block 1, Greenpoint Center, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-207, Page 80, Plat Records, Tarrant County, Texas, in all a distance of 982.05 feet to a 3/8" iron rod found at an exterior angle point of said Lot 4R;

THENCE S66°46'03"E, at 52.43 feet passing an 1/2" iron rod found at the northeast corner of said Lot 4R, said iron rod being the northwest corner of Lot 1, The Haystack, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-152, Page 44, Plat Records, Tarrant County, Texas, in all a distance of 104.52 feet to a point;

THENCE along the north line of said Haystack as follows:

1. S83°31'11"E, a distance of 69.96 feet to a point;
2. S85°36'17"E, a distance of 780.31 feet to a point;

3. S83°36'17"E, a distance of 276.78 feet to an 5/8" iron rod found at the northeast corner of said Haystack, said iron rod being the northwest corner of Lot 1, Block 1, Weems Addition, an addition to the City of Grand Prairie, Dallas County, Texas according to the plat recorded in Volume 88080, Page 1881, Plat Records, Dallas County, Texas;

THENCE S83°25'48"E, along the north line of said Block 1, at 247.29 feet passing an 1/2" iron rod found at the common corner of Lot 2 and said Lot 1, of said Block 1, at 487.32 feet passing an 1/2" iron rod found at the northeast corner of said Lot 2, , said iron rod being the northwest corner of Lot 1, Block 1, Pruitt Industrial Park, an addition to the City of Grand Prairie, Dallas County, Texas according to the plat recorded in Volume 80181, Page 1297, Plat Records, Dallas County, Texas, in all a distance of 716.50 feet to an 1/2" iron rod found at the northeast corner of said Lot 1, Pruitt Industrial, said iron rod being the northeast corner of said Arkansas Unit;

THENCE S00°20'38"W, along the east line of said Lot 1, Pruitt Industrial, a distance of 869.35 feet to an 1/2" iron pipe found at the southeast corner of said Lot 1, Pruitt Industrial;

THENCE N89°44'46"W, at 222.41 feet passing the southwest corner of said Lot 1, Pruitt Industrial, said point being the southeast corner of Lot 37, Block F, Forum Terrace, an addition to the City of Grand Prairie, Dallas County, Texas according to the plat recorded in Volume 80018, Page 1297, Plat Records, Dallas County, Texas, in all a distance of 337.93 feet to an 1/2" iron rod found at the southwest corner of said Lot 37, said iron rod lying in the east line of Ozark Drive;

THENCE S85°42'35"W, crossing said Ozark Drive, a distance of 50.14 feet to a point lying in the west line of said Ozark Drive, said point being the southeast corner of Lot 24, Block G, of said Forum Terrace;

THENCE N89°48'51"W, a distance of 332.30 feet to a point lying in east line of Block G, Forum Terrace, First Increment, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas;

THENCE S00°49'14"W, at 444.90 feet passing the northeast corner of Lot 13, Block H, Forum Terrace, Second Increment, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-132, Page 96, Plat Records, Tarrant County, Texas, in all a distance of 764.67 feet to a point lying in the apparent centerline of Arkansas Lane;

THENCE N89°54'56"W, along said Arkansas Lane centerline, a distance of 2.99 feet to a point;

THENCE S00°36'38"E, at 47.40 feet passing a point at the northeast corner of Lot 1, Block 2, Arlington Independent School District Fall Drive Addition, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 6674, Plat Records, Tarrant County, Texas, in all a distance of 211.77 feet to a point, said point being the southeast corner of said Arkansas Unit;

THENCE N89°54'56"W, at 496.70 feet passing the west line of said Lot 1, Block 2, at 566.36 feet passing the southeast corner of Lot 17, Block A, Silverado Springs, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 9313, Plat Records, Tarrant County, Texas, at 671.33 feet passing an 1/2" iron rod found at the southwest corner of said Lot 17, in all a distance of 701.40 feet to a point lying in the apparent centerline of Sierra Springs Drive;

THENCE N00°05'04"E, along said Sierra Springs Drive centerline, a distance of 36.75 feet to a point at the apparent centerline intersection of Canyon Springs Drive and said Sierra Springs Drive;

THENCE N89°54'56"W, along said Canyon Springs Drive centerline, a distance of 1,081.30 feet to a point at the apparent centerline intersection of Coldwater Trail and said Canyon Springs Drive;

THENCE S00°05'03"W, along said Coldwater Trail centerline, a distance of 24.99 feet to a point;

THENCE southerly continuing along said Coldwater Trail centerline, 27.34 feet, along a curve to the left, having a radius of 400.00 feet, a central angle of 03°54'59" and a chord bearing S01°52'27"E 27.34 feet to a point;

THENCE S86°10'06"W, a distance of 140.87 feet to a point lying in the west line of Block B, of said Silverado Springs, said point lying in the east line of a tract of land described in the deed to W. R. Rose Investments, Inc., Trustee, recorded in Volume 11969, Page 1889, Deed Records, Tarrant County, Texas;

THENCE S89°45'26"W, at 427.33 feet passing the west line of said Rose Investments tract, in all a distance of 484.58 feet to a point lying in the apparent centerline of Great Southwest Parkway, said point lying in an east line of Chesapeake Operating, Inc., Airfield Unit;

THENCE N00°14'34"W, along said Great Southwest Parkway centerline, a distance of 182.57 feet to a point at the apparent centerline intersections of said Arkansas Lane and Great Southwest Parkway;

THENCE N89°05'56"W, along said Arkansas Lane centerline, a distance of 1,301.71 feet to a point;

THENCE S89°22'38"W, continuing along said Arkansas Lane centerline, a distance of 298.84 feet to a point at the apparent centerline intersection of Aviation Parkway and said Arkansas Lane;

THENCE S00°01'48"E, along said Aviation Parkway centerline, a distance of 196.19 feet to a point;

THENCE N89°58'12"E, at 30.00 feet passing a 1/2" iron rod stamped "LVS 3946" found at the northwest corner of Lot 2, Airport Industrial, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Volume 388-41, Page 66, Plat Records, Tarrant County, Texas, in all a distance of 225.00 feet to the northeast corner of said Lot 2;

THENCE S00°01'48"E, at 150.00 feet passing a point at the southeast corner of said

Lot 2, said point being the northeast corner of Lot 3R, Airport Industrial Park, Section I, an addition to the City of Grand Prairie, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 1016, Plat Records, Tarrant County, Texas, in all a distance of 450.00 feet to a point at the southeast corner of said Lot 3R;

THENCE S89°58'12"W, along the south line of said Lot 3R, at 195.00 feet passing a point at the southwest corner of said Lot 3R, in all a distance of 225.00 feet to a point lying in said Aviation Parkway centerline;

THENCE S00°01'48"E, along said Aviation Parkway centerline, a distance of 478.32 feet to a point at the apparent centerline intersection of Alouette Drive and said Aviation Parkway;

THENCE along said Alouette Drive centerline as follows:

1. S89°58'27"W, a distance of 1,108.25 feet to a point;
2. S89°29'09"W, a distance of 418.59 feet to a point;
3. S89°35'58"W, a distance of 1,082.54 feet to a point;
4. N89°21'49"W, a distance of 1,301.81 feet to a point lying in said State Highway 360 east right-of-way line, said point being the southwest corner of said Arkansas Unit;

THENCE along said east right-of-way line as follows:

1. northerly, 644.28 feet along a non tangent curve to the right, having a radius of 1,889.36 feet, a central angle of 19°32'17" and a chord bearing N14°08'55"E, 641.16 feet to a point;

2. N23°54'55"E, a distance of 218.73 feet to a 1/2" iron rod found;

3. northerly, 183.99 feet along a non tangent curve to the left, having a radius of 729.17 feet, a central angle of 14°27'26" and a chord bearing N16°41'20"E, 183.50 feet to a TxDOT monument found, said monument lying in the southeast right-of-way line of said Arkansas Lane;

4. N00°04'05"W, a distance of 247.44 feet to a TxDOT monument found, said monument lying in the northeast right-of-way of said Arkansas Lane;

5. N11°34'11"W, a distance of 518.28 feet to a 1/2" iron rod stamped "Pancheco-Koch" found;

6. northerly, 57.18 feet along a non tangent curve to the right, having a radius of 1,412.40 feet, a central angle of 02°19'11" and a chord bearing N11°09'42"W, 57.18 feet to a 1/2" iron rod stamped "Pancheco-Koch" found;

7. N00°24'02"W, a distance of 285.62 feet to a point;

8. N00°40'10"W, a distance of 217.37 feet to a point;

9. N03°13'38"E, a distance of 147.15 feet to a point;

10. northerly, 453.14 feet along a non tangent curve to the right, having a radius of 1,412.40 feet, a central angle of 18°22'56" and a chord bearing N12°25'11"E, 451.20 feet to a broken TxDOT monument found;

11. N21°33'33"E, a distance of 146.50 feet to a point;

12. northerly, 182.72 feet along a non tangent curve to the left, having a radius of 974.93 feet, a central angle of 10°44'17" and a chord bearing N16°15'20"E, 182.45 feet to the point of beginning, containing 490.957 acres of land.

SAVE & EXCEPT the following tracts and their appurtenances:

Lot 1 (Tract 16), Block 1, Lincoln Technical Institute, according to the plat filed of record in Volume 388-212, Page 49, Instrument No. D203243827, Plat Records, Tarrant County, Texas.

Lot 1 (Tract 17), Block 1, Sundance Park, according to the plat filed of record in Volume 388-212, Page 95, Plat Records, Tarrant County, Texas.

Lot B (Tract 27), Sunset Crossing, according to the plat filed of record in Volume 154, Page 36, Plat Records, Tarrant County, Texas.

Lot C (Tract 28), Sunset Crossing, according to the plat filed of record in Volume 154, Page 36, Plat Records, Tarrant County, Texas.

Lot 1 (Tract 29), Sunset Crossing, according to the plat filed of record in Volume 154, Page 36, Plat Records, Tarrant County, Texas.

Lot 2-3 (Tract 32) and Lot 4A (Tract 33), Block I, Forum 303 Addition, according to the plat filed of record in Cabinet A, Slide 870, Instrument No. D191193180, Plat Records, Tarrant County, Texas.

Lot 4 (Tract 43), Block V, Forum 303 Addition, according to the plat filed of record in Volume 388-206, Page 17, Plat Records, Tarrant County, Texas.

Site 1 (Tract 51), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-206, Page 17, Plat Records, Tarrant County, Texas.

Lot 4A2 (Tract 54), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-206, Page 17, Plat Records, Tarrant County, Texas.

Site 7 (Tract 56), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-173, Instrument No. D184021581, Plat Records, Tarrant County, Texas.

Lot 8 (Tract 57), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-179, Instrument No. D184041049, Plat Records, Tarrant County, Texas.

Lot 9 (Tract 58), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-356, Instrument No. D184044105, Plat Records, Tarrant County, Texas.

Lot 2-3 (Tract 64), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-206, Page 17, Volume 388-206, Page 17, Plat Records, Tarrant County, Texas.

Lot 4 (Tract 65), Forum 303 Park I Addition, according to the plat filed of record in Volume 388-206, Page 17, Volume 388-206, Page 17, Plat Records, Tarrant County, Texas.

Lot 1R (Tract 70) and Lot 2R (Tract 71) and Lot 6 (Tract 73), Block 1, Greenpoint Center Addition, according to the plat filed of record in Volume 388-215, Plat Records, Tarrant County, Texas.

Lot 3 (Tract 84) and Lot 9 (Tract 90) and Lot 10 (Tract 91) and Lot 15 (Tract 96) and Lot 17 (Tract 98), Block A, Silverado Springs Ph I, according to the plat filed of record in Cabinet A, Slide 9314, Plat Records, Tarrant County, Texas.

Lot 3 (Tract 101), Block B, Silverado Springs Ph I, according to the plat filed of record in Cabinet A, Slide 9493 & 9494, Plat Records, Tarrant County, Texas.

Lot 16 (Tract 118), Block A, Forum Terrace Addition, according to the plat filed of record in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas.

Lot 3 (Tract 155), Block C, Forum Terrace Addition, according to the plat filed of record in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas.

Lot 27 (Tract 221) and Lot 38 (Tract 232), Block D, Forum Terrace Addition, according to the plat filed of record in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas.

Lot 10 (Tract 246) and Lot 27 (Tract 263), Block E, Forum Terrace Addition, according to the plat filed of record in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas.

Lot 8 (Tract 286) and Lot 9 (Tract 287) and Lot 26 (Tract 304) and Lot 28 (Tract 306) and Lot 36 (Tract 314), Block F, Forum Terrace Addition, according to the plat filed of record in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas.

Lot 2 (Tract 317) and Lot 5 (Tract 320) and Lot 8 (Tract 323) and Lot 10 (Tract 325), Block G, Forum Terrace Addition, according to the plat filed of record in Volume 388-118, Page 49, Plat Records, Tarrant County, Texas.

In all, a total of **75.412 acres** of land, more or less, leaving a **Net Acreage** of **415.545 acres** of land, more or less.

The bearings recited hereon are oriented to NAD27 Texas North Central Zone.

END OF EXHIBIT "B"

Electronically Recorded

Tarrant County Texas

Official Public Records

6/3/2010 11:56 AM

D210131816

DECLARATION OF POOLED UNIT \$88.00
ARKANSAS UNIT

STATE OF TEXAS)

) KNOW ALL PERSONS BY THESE PRESENTS:

COUNTIES OF TARRANT AND DALLAS)

This Declaration of Pooled Unit is executed to be effective as of May 13, 2010, by the undersigned parties, who are the owners of an interest in the leasehold estates created under those certain Oil, Gas and Mineral Leases (the "Leases") which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes, or who are the owners of an interest in the mineral estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the leases and mineral estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land, lands, lease, or leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and mineral estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual benefits to be derived by the parties hereto and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

1. Declaration of Unit. In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the mineral estates therein, to the extent necessary to form and create the Unit Area described below. Production from the Unit shall be allocated proportionately among all of the tracts within the Unit in the proportion which the number of surface acres in each of such tracts bears to the total number of surface acres in the Unit.

2. Description of Unit Area. The Unit Area (herein so called) shall consist of **415.545** acres, more or less, being the lands more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes, and the unit shall be limited to the interval and depths lying from the surface of the earth to the base of the Barnett Shale formation **INSOFAR AND ONLY INSOFAR** as to oil, gas, and associated and constituent hydrocarbons produced from a well or wells classified as an oil well or a gas well. This Declaration of Pooled Unit covers all production from the lands described on the attached Exhibit "B" which is produced from any well drilled to the unitized interval underlying the Unit Area.

3. Unit Name. The pooled unit created hereby shall be known as "Arkansas".

4. Additional Interest; Consent. In the event the undersigned own any leasehold interest or mineral interest other than those specifically described or referred to herein covering the lands inside the Unit Area, including any unleased mineral interest in lands inside the Unit Area, or any interest for which ratification of the pooled unit created hereby is necessary, such interest or interests are hereby pooled and combined into said pooled unit as hereby declared without the necessity of specifically enumerating such interests or the specific lands covered by such interests or in which they are held.

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the pooled unit described herein, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit Area; (ii) to include any other formation or formations and any other mineral or minerals therein, thereunder or produced therefrom, all in accordance with the terms and provisions of the Leases; (iii) to include in the pooled unit described herein or in any amendments hereto, oil, gas and mineral leases, or interests in the lands described therein, covering interests in the Unit Area, which are secured or obtained